

## VERGEPOINTE WEALTH MANAGEMENT, LLC

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August 20, 2019

This Brochure provides information about the qualifications and business practices of VergePointe Wealth Management, LLC. If you have any questions about the contents of this Brochure, you may contact us at (503) 684-0100 or [mattv@vergepointe.com](mailto:mattv@vergepointe.com) to obtain answers and additional information. VergePointe Wealth Management, LLC is a registered investment adviser with the United States Securities and Exchange Commission (“SEC”). Registration of an investment adviser does not imply any level of skill or training. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about VergePointe Wealth Management, LLC (CRD No. 151425) is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

The date of our previous annual update to our Brochure was February 7, 2019. Since that date, we have made the following material changes:

- Item 6: This item has been amended to disclose that (i) we are affiliated with VergePointe Mortgage, LLC, a licensed mortgage broker, and (ii) advisory Clients may be offered mortgage brokerage services through our affiliate. Item 6 has been further amended to disclose that certain conflicts of interest arise from this arrangement and the manner in which we address the same.

Our Brochure is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for VergePointe Wealth Management, LLC is 151425. We may provide ongoing disclosure information about material changes as necessary and will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Matthew Vance, Chief Compliance Officer of VergePointe, at (503) 684-0100 or [mattv@vergepointe.com](mailto:mattv@vergepointe.com). Our Brochure is provided free of charge.

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#### Item 4 – Advisory Business

**A** VergePointe Wealth Management, LLC (“VergePointe,” “firm,” “we,” “us,” “our,” and “Advisor”) is an independent SEC registered investment advisory firm located in Lake Oswego, Oregon. We provide fee-only investment supervisory and management advisory services as well as investment consulting and financial planning services. The firm has been in business since 2002 and registered with the SEC since 2009. The principal owners of the firm are Matthew Vance, Scott Roberts, Craig Olson, and Brad Parrott.

**B, C** We help Clients coordinate and prioritize their financial lives with all aspects of their life goals. Our investment advisory services include development of Client specific strategic asset allocation plans, security and investment product (or manager) due diligence and recommendation, investment implementation, monitoring and portfolio rebalancing activities, ongoing supervision of investments and regular Client investment and performance reporting.

Advice and services are tailored to the stated objectives of the Client(s). We discuss with the Client in detail critically important information such as the Client’s risk tolerance, time horizon, and projected future liquidity needs, current holdings, tax considerations, personal market views and other factors to formulate an investment policy. This policy guides us in objectively and suitably managing the Client’s account. We meet with Clients as needed to review portfolio performance, discuss current issues, and re-assess goals and plans. Client input and involvement are critical parts of the financial planning process and implementation of investment decisions. We are objective advisors, and we always put our Clients’ interests first.

We also provide or coordinate financial and related services. These services may be provided by us, or by third party providers in coordination with us (for example: legal and tax advice, tax compliance and reporting).

These services may include but are not limited to:

- Comprehensive investment planning, and development of investment policy statement(s) and strategic asset allocation target(s)
- Financial independence/retirement planning
- Capital and liquidity needs analysis, and related financial modeling
- Income tax planning and coordination with Client's CPA
- Estate planning and coordination with Client's lawyer
- Philanthropy planning and implementation
- Education planning
- Executive benefit planning

- Insurance review/risk management (including insurance analysis for life, disability and other lines of personal insurance in coordination with third party insurance providers)
- Employee stock option planning
- Consideration and evaluation of financing transactions & risk reduction strategies for concentrated equity positions
- Advice incident to major asset purchases and sales

Financial recommendations are developed and implemented on an ongoing basis and are summarized for Clients through periodic reports, analysis and evaluations. Communications with third party advisors, including for example lawyers and accountants engaged by Clients, are an integral part in development of Client's financial affairs.

Clients are encouraged to review their plans regularly and to communicate with us regarding any changes in their unique circumstances, goals and objectives.

Clients may impose restrictions on investing in certain securities or types of securities. We consider such restrictions when preparing the Investment Policy Statement.

See Item 8 for a detailed description of our investment strategy.

We follow strict fiduciary standards, putting our Clients' interests before our own and seeking to avoid conflicts of interest with our Clients. We are compensated only by our Clients.

**D** We do not participate in or manage wrap fee programs.

**E** We manage \$171,130,107 of Client assets on a discretionary basis and \$4,288,171 of Client assets on a non-discretionary basis. This amount was calculated as of December 30, 2018.

### Item 5 – Fees and Compensation

**A** Depending on the service or services provided, fees are based on a percentage of Assets Under Management (“AUM”), an hourly rate, a fixed-fee basis, or a combination of these fee structures. Fees are negotiable.

Our standard fee schedule for investment advisory services is as follows:

<u>Portfolio Assets</u>	<u>Annualized Fee</u>
\$0 to \$1,000,000	1.25%
On the next \$1,000,000	1.15%
On the next \$3,000,000	1.00%
On the next \$2,500,000	.75%

VERGEPOINTE WEALTH MANAGEMENT, LLC

Part 2A of Form ADV – Firm Brochure

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On the next \$2,500,000	.60%
On amounts in excess of \$10,000,000	.50%

We also offer investment consultation or financial planning services at an hourly rate or for a fixed fee. Hourly fees may range from \$200 to \$350 per hour. Fixed fee pricing is developed on a project-by-project basis for each Client, depending on the scope of work performed.

- B** Fees are charged monthly or quarterly in advance based upon the market value of the Client's account at the end of the month or the quarter respectively. Market value means the value of all assets in the account (not adjusted by any margin debit). To determine value, securities and other instruments traded on a market for which actual transaction prices are publicly reported shall be valued at the last reported sale price on the principal market in which they are traded (or, if there shall be no sales on such date, then at the mean between the closing bid and asked prices on such date). Other readily marketable securities and other instruments shall be priced using a pricing service or through quotations from one or more dealers. All other assets shall be valued at fair value by the Adviser whose determination shall be conclusive. The Adviser may modify the terms of the fee agreement by giving Clients 30 days written notice in advance. Fees are paid directly to us from the account by the custodian upon our submission of an invoice to custodian. Payment of fees may result in the liquidation of Client's securities if there is insufficient cash in the account.

Payment of project fees on a fixed-fee or hourly rate basis shall be made as agreed by the parties. Under no circumstances will the Client be required to prepay fees for more than six months of such services.

- C** Our fees are exclusive of transaction fees, custodial fees, and direct investment manager fees for all Client investments, including for example brokerage commissions, custodial fees, management fees or costs of mutual funds, exchange traded funds, managed accounts, investment partnerships or similar. See Item 12.

While our fees include the time and activities necessary for the firm to coordinate and communicate with third party advisors (such as lawyers, accountants, insurance specialists and similar professionals), our fees are exclusive of the fees and costs of any third party advisors engaged by the Client.

- D** Clients pay investment advisory fees monthly or quarterly, in advance. New accounts are pro-rated from the time we begin charging a fee to the Client. Fees for partial months or quarters at the commencement or termination of an agreement will be billed or refunded on a pro-rated basis contingent on the number of days the account was open during the quarter.

Hourly fees are generally billed monthly based on services provided during the preceding month. Fixed fee projects are paid as agreed, but generally Clients are required to pay at least a portion of a fixed fee project in advance.

Either party may terminate an agreement upon 30 days prior written notice to the other. In the event of termination, any prepaid but unearned fees will be promptly refunded to the Client. Any fees that have been earned by VergePointe but not yet paid by the Client will be due and payable. We may modify the terms of the fee agreement by giving Clients 30 days written notice in advance.

**E** The principals of VergePointe Wealth Management, LLC are also owners of and principals of the following “Affiliated Entities”:

- VergePointe, LLP, a Certified Public Accounting and consulting firm;
- VergePointe Transactions, LLC, a business advisory firm;
- VergePointe Mortgage, LLC, a licensed mortgage broker; and
- VergePointe Capital, LLC, an entity which acts as a general partner of several private limited partnerships and/or limited liability companies which are exempt from registration (collectively, the “Affiliated Funds”).

Additional information regarding the investment objectives, underlying investments, investment time-horizon, costs, fees, tax implications, and the risks associated with participation in our Affiliated Funds is included in each Affiliated Fund’s private offering memorandum, limited partnership agreement, subscription agreement, organizational documents and/or other important documents. Prior to making any investment in any our Affiliated Funds, we disclose that doing business with any of our Affiliated Entities, including via investment in any of our Affiliated Funds, carries with it a substantial conflicts of interest and that Clients should carefully review, along with their independent legal and tax counsel, all relevant documents and disclosures in order to obtain a comprehensive understanding of the terms and conditions applicable to such investment(s). **These investments are not offered through VergePointe Wealth Management, LLC and VergePointe Wealth Management, LLC does not manage or vouch for any of the Affiliated Funds.**

Accounting, business advisory, mortgage brokerage, and private equity related business may be transacted with our advisory Clients. As such, our principals may receive compensation for recommending and/or providing those services or placements.

Clients are advised that the fees paid to VergePointe for investment advisory, financial planning or consulting services are separate and distinct from any fees and compensation earned, whether directly or indirectly, by any of our firm personnel in connection with the sale of interests in any Affiliated Fund or for accounting, business advisory, or mortgage brokerage services. Clients are informed that they are under no obligation to use any Affiliated Entity or individual associated with us for these types of services. Clients may use another firm or agent they choose.

The receipt of additional fees by an Affiliated Entity or individuals associated with VergePointe Wealth Management, LLC presents a conflict of interest. As fiduciaries, we must

act primarily for the benefit of our investment advisory Clients. As such, we will only transact Affiliated Firm business with Clients when there is a full disclosure of the conflict of interest and a separate, Client reviewed and approved, set of documents outlining suitability and Client accreditation (as applicable). Further, all fees paid to an Affiliated Entity must be disclosed to the Client.

### **Item 6 – Performance-Based Fees and Side-By-Side Management**

VergePointe Wealth Management does not accept performance based fees. Affiliated entities may accept performance-based fees from Clients who are invested in vehicles that have disclosed such fees and where Clients have agreed to such fees. Such performance-based fees are calculated in accordance with the specific private placement offerings or other documents in which a Client may be invested. To qualify for any performance-based fee arrangements, Clients must demonstrate that they are “accredited investors” as defined by Rule 501 of the Securities Act of 1933. This is otherwise known as an accredited investor rule. Non-accredited investors are ineligible for investment in any VergePointe Capital Funds or other investment instruments that impose a performance based fee.

Clients should be aware that performance-based fee arrangements can and do create conflicts of interests. For Clients affected by such conflicts of interest, we fully disclose the conflict and also provide them with a Substantial Conflicts of Interest form describing the conflict.

### **Item 7 – Types of Clients**

We provide investment advice to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and business entities. Because each Client is unique, they must be willing to be involved in the planning and ongoing processes. Such involvement does not have to be time consuming, however we want our Clients to remain informed and have a sense of security about their investments.

### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

We provide advice to Clients concerning all of the following types of investment strategies and securities:

- Cash and cash equivalent investments (including e.g., bank deposits, CDs, money market funds and similar)
- Fixed income investments (including e.g., corporate, municipal, US government and foreign issuer debt)
- Public equity investments (including exchange listed, over the counter and foreign issuer)
- Hedge fund investments



- Real asset investments (including investments in real estate and other real assets including commodities)
- Private equity and debt investments

In addition to publicly traded securities, investment products and offerings may be structured as limited partnerships, limited liability companies, trusts or other similar formats. These investments are intended to provide diversification across and within asset classes, as appropriate for each individual Client. In certain circumstances, we may also report on or provide report summaries on investments that were not recommended by us, and/or are not part of a Client's recommended portfolio.

Our methods of analysis, sources of information and investment strategies vary substantially by security or product type, asset class, investment risk, and other factors. In addition to traditional methods such as fundamental and technical analysis, our analysis and sourcing may be supported by manager site visits, phone calls, correspondence or other means of direct and indirect communication with skilled investment managers, third party opinions, experiences and references, investment conference materials and continuing education courses. Some managers or products may be sourced by us through unrelated intermediaries. These intermediaries are not compensated by us, but they may be compensated by the product manager for the referral or placement.

Other sources of information we rely upon when researching and analyzing securities include traditional research materials such as financial newspapers and magazines, annual reports, prospectuses, filings with the SEC, as well as research materials prepared by others, and company press releases. We also subscribe to various professional publications deemed to be consistent and supportive of our investment philosophy.

The primary investment strategies used to implement investment advice given to Clients include long-term (securities held at least one year) and short-term (securities sold within a year) purchases, but may also include margin transactions and option writing. Investment securities and strategies are implemented in consideration of the Client's risk management and risk reduction objectives. Securities and strategies have varying degrees of risk and will only be recommended when suitable and appropriate for a particular Client's situation.

As fiduciaries to our Clients, we use our best judgment and good faith efforts in rendering services. However, any investing in securities involves risk of loss that Clients should be prepared to bear. Not every investment decision or recommendation made by us will be profitable. We cannot warrant or guarantee any particular level of account performance, or that an account will be profitable over time.

Clients assume all market risk involved in the investment of account assets. Investments are subject to various market, currency, economic, political and business risks.

Except as may otherwise be provided by law, we are not liable to Clients for:

- ◆ Any loss that Clients may suffer by reason of any investment recommendation we made with that degree of care, skill, and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use;
- ◆ Any loss arising from our adherence to a Client's instructions;
- ◆ Any act or failure to act by a custodian of Client accounts; or
- ◆ Losses arising from identity theft, wire fraud, and email hacking and other fraud perpetrated or caused by third-parties on Client accounts.

It is the responsibility of the Client to give us complete information and to notify us of any changes in financial circumstances or goals.

#### **Item 9 – Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of our firm, or the integrity of our management. No principal or person associated with VergePointe has any information to disclose which is applicable to this Item.

#### **Item 10 – Other Financial Industry Activities and Affiliations**

As disclosed in Section 5, above, the principals of VergePointe Wealth Management, LLC are also owners of and principals in VergePointe, LLP (a CPA and Consulting firm); VergePointe Transactions, LLC (a business advisory firm); VergePointe Mortgage, LLC (a licensed mortgage broker); and VergePointe Capital, LLC (which acts as a general partner of our Affiliated Funds). The conflicts of interest associated with these arrangements and how these conflicts are addressed are described in Section 5E, above.

Additionally, certain principals of VergePointe serve on the boards of various company and not-for profit organizations. Any conflicts of interest involving investment entities and our service on these boards will be disclosed to Clients if such conflicts arise.

#### **Item 11 – Code of Ethics, Participation or Interest in Client Transactions & Personal Trading**

**A** VergePointe has a Code of Ethics which all employees are required to follow. The Code of Ethics outlines our high standard of business conduct, and fiduciary duty to Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

A copy of the Code of Ethics is available to any Client or prospective Client upon request by contacting Matthew Vance at (503) 684-0100 or mattv@vergepointe.com.

**B-D** A conflict of interest would occur if a Client decides to invest in one of the Affiliated Funds to which VergePointe Capital, LLC (or subsidiary) is the general partner. However, we remain committed to our fiduciary duty to put Clients' best interests first. While we do not provide investment advice regarding Client investments in these entities, we provide a Substantial Conflicts of Interest disclosure document to each Client considering investment in any of our Affiliated Funds. Additionally, prior to making such an investment, Clients are urged to obtain a comprehensive understanding of the terms and conditions of the investment by reviewing the applicable private offering memorandum, limited partnership agreement, subscription agreement, organizational documents, and/or other important information regarding the investment objectives, underlying investments, investment time-horizon, costs, fees, tax implications, and the risks associated with participation in any of our Affiliated Funds. We always encourage Clients to review these documents with their independent legal and tax counsel.

VergePointe or individuals associated with our firm may buy and sell some of the same securities for their own account that we buy and sell for our Clients. When appropriate we will purchase or sell securities for Clients before purchasing the same for our account or allowing representatives to purchase or sell the same for their own account. In some cases, VergePointe or representatives may buy or sell securities for their own account for reasons not related to the strategies adopted for our Clients. Our employees are required to follow the Code of Ethics when making trades for their own accounts in securities which are recommended to and/or purchased for Clients. The Code of Ethics is designed to assure that the personal securities transactions will not interfere with decisions made in the best interest of advisory Clients while at the same time, allowing employees to invest their own accounts.

VergePointe will disclose to advisory Clients any material conflict of interest relating to us, our representatives, or any of our employees which could reasonably be expected to impair the rendering of unbiased and objective advice.

As any advisory situation could present a conflict of interest, we have established the following restrictions to ensure our fiduciary responsibilities:

1. A director, officer, associated person, or employee of VergePointe shall not buy or sell securities for his personal portfolio where his decision is substantially derived, in whole or in part, by reason of his employment unless the information is also available to the investing public on reasonable inquiry. No person of VergePointe shall prefer his or her own interest to that of the advisory Client.

2. VergePointe maintains a list of all securities holdings for itself and for anyone associated with its advisory practice who has access to advisory recommendations. An appropriate officer of VergePointe reviews these holdings on a regular basis.
3. Any individual not in observance of the above may be subject to termination.

## Item 12 – Brokerage Practices

**A** Our Clients' assets are held by independent third-party custodians. Except to the extent that the Client directs otherwise, we may use our discretion in recommending the broker-dealer. Clients are not obligated to effect transactions through any broker-dealer recommended by us. In recommending broker-dealers, we will comply with our fiduciary duty to seek best execution and with the Securities Exchange Act of 1934. We will take into account relevant factors as:

- Price;
- The custodian's facilities, reliability and financial responsibility;
- The ability of the custodian to effect transactions, particularly with regard to such aspects as timing, order size and execution of order;
- The research and related brokerage services provided by such custodians to the VergePointe, notwithstanding that the account may not be the direct or exclusive beneficiary of such services; and
- Any other factors that we consider to be relevant.

Generally speaking, we will recommend that Clients establish brokerage accounts with independent third-party custodians such as Pershing Advisor Solutions ("Pershing") and SEI. Pershing and SEI are members of FINRA and SIPC. We will work with Pershing, SEI and other potential third-party custodians as long as they continue to meet the above criteria. We work primarily with these custodians for administrative convenience but also because they offer a good value to our Clients for the transaction costs and other costs incurred. We reserve the right to decline acceptance of any Client account for which the Client directs the use of a particular broker if we believe that this choice would hinder either our fiduciary duty to the Client or our ability to service the account.

We have no oral or written arrangements under which we are paid cash or receive some economic benefit from a non-Client in connection with giving advice to Clients. However, these custodians may make available to us on an unsolicited basis, research and other products and services other than execution in connection with Client securities transactions.

These products and services may have economic value to our Clients (whose accounts may benefit from the products or services) and also to us. These products and services may be proprietary to the brokerage firm, or provided by third parties and are not typically made available to retail investors. Products and services provided as an integral part of a broker-dealer's institutional trading and custody platform may include pricing and other market data, research, software and other technology (including electronic downloading of trading activity, performance monitoring and reporting, web access to confirmations, account statements and other Client data), practice management aids (consulting, publications, conferences and seminars) and vendor discounts. We have no arrangements, oral or in writing, concerning these unsolicited products and services, which typically are made available by broker-dealers to advisors in consideration of the total number, size and profitability of all accounts referred by the advisor, rather than the size or profitability of any individual Client account. In some instances, broker-dealers may make available, arrange and/or pay for these types of services provided by independent third parties or may discount or waive fees it would otherwise charge.

But for these unsolicited potential “soft dollar” arrangements, VergePointe might forego these value added services or we might obtain these services and support at additional cost, which costs might be passed along to Clients through higher advisory fees.

The unsolicited offer of these products and services may create a potential conflict of interest with regard to our negotiating on behalf of Clients the lowest commission or costs available from the broker-dealer. Accordingly, in recommending broker-dealers based on the “best execution” policy set forth above, we will determine in good faith that Client commissions and costs are reasonable in relation to the benefits derived by Clients from the provision of these products and services, if any, to us.

**B** We may aggregate trades for Clients. The allocations of a particular security will be determined by us before the trade is placed with the broker. When practical, Client trades in the same security will be bunched in a single order (a “block”) in an effort to obtain best execution at the best security price available. When employing a block trade:

- We will make reasonable efforts to attempt to fill Client orders by day-end.
- If the block order is not filled by day-end, we will allocate shares executed to underlying accounts on a pro rata basis, adjusted as necessary to keep Client transaction costs to a minimum.
- If a block order is filled (full or partial fill) at several prices through multiple trades, an average price and commission will be used for all trades executed;
- All participants receiving securities from the block trade will receive the average price.

- Only trades executed within the block on the single day may be combined for purposes of calculating the average price.

It is expected that this trade aggregation and allocation policy will be applied consistently. However, if application of this policy results in unfair or inequitable treatment to some or all of our Clients, we may deviate from this policy.

### **Item 13 – Review of Accounts**

- A** While the underlying securities within accounts are continually monitored, Client accounts are formally reviewed at least quarterly. Accounts are reviewed in the context of each Client's stated investment objectives and guidelines.

While we take a team approach to serving our Client's, a Relationship Manager is assigned as the primary representative to a particular Client's account. All Relationship Managers are Investment Advisor Representatives of VergePointe. Relationship Managers assigned to a particular Client's account will be primarily responsible for the periodic reviews to that account. Clients will be provided the Supplemental Brochure (Form ADV Part 2B) of any Relationship Manager/IAR providing advice related to their account.

- B** More frequent reviews may be triggered by a change in Client's investment objectives; tax considerations; large deposits or withdrawals; large sales or purchases; loss of confidence in corporate management of the company invested in; or, changes in the economic climate.

- C** Investment advisory Clients receive standard account statements from the custodian of their accounts on a monthly or quarterly basis. We also meet with Clients to discuss asset allocation of the portfolio compared to portfolio target allocations.

Financial Planning Clients will receive a completed written financial plan. However additional review or reports will not typically be provided unless otherwise provided for under the terms of the engagement.

Consulting Services Clients will not typically receive reports or formal reviews due to the nature of the service.

The firm subscribes to Black Diamond Reporting, LLC for all custom reporting. Black Diamond performs daily security-level download for accounts. Statements and reports are all available in written form.

### **Item 14 – Client Referrals and Other Compensation**

We do not compensate any unrelated third parties for Client referrals.

### **Item 15 – Custody**

With the exception of our ability to debit fees, and as explained below, we do not otherwise have custody of the assets in the account.

We shall have no liability to the Client for any loss or other harm to any property in the account, including any harm to any property in the account resulting from the insolvency of the custodian or any acts of the agents or employees of the custodian and whether or not the full amount or such loss is covered by the Securities Investor Protection Corporation (“SIPC”) or any other insurance which may be carried by the custodian. The Client understands that SIPC provides only limited protection for the loss of property held by a custodian.

Clients receive standard account statements from the custodian of their accounts on a monthly basis. We also meet with Clients to discuss asset allocation of the portfolio compared to portfolio target allocations. We urge all Clients to carefully review statements from the custodian and compare these to reports that we may provide to you. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

As disclosed in Item 5.E., the principals of VergePointe Wealth Management, LLC are also owners of and principals in VergePointe Capital, LLC which acts as a general partner of several Affiliated Funds. Because of our affiliation with VergePointe Capital, LLC, we are deemed to have custody of Client funds or securities that are invested in our Affiliated Funds. Because VergePointe is deemed to have custody, it is subject to certain annual independent audit or surprise examination requirements relating to its Affiliated Funds. On an annual basis, VergePointe Capital, LLC engages an independent public accountant to conduct an independent audit of our Affiliated Funds and to create a report. The accountant must file a Form ADV-E along with a copy of the audit or surprise examination report within 120 days of the audit or surprise examination. Once filed, the Form ADV-E and the report are available to the public on [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### **Item 16 – Investment Discretion**

Generally, Clients grant us ongoing and continuous discretionary authority to execute our investment recommendations in accordance with a Statement of Investment Policy (or similar document used to establish each Client’s objectives and suitability), without the Client’s prior approval of each specific transaction. Under this discretionary authority, Clients allow us to purchase and sell securities and instruments in their account(s), arrange for delivery and payment in connection with the foregoing, select and retain or terminate sub-advisors, and act on behalf of the Client in matters necessary or incidental to the handling of the account, including monitoring certain assets.

We make it a practice to inquire with our Clients to determine if there are any limitations to our discretionary authority. Clients may impose restrictions on investing in certain securities or types of securities.

In some limited circumstances, Clients grant us non-discretionary authority to execute investment recommendations. Non-discretionary authority requires us to obtain a Client's approval of each specific transaction prior to executing the investment recommendations.

#### **Item 17 – Voting Client Securities**

- A** We do not vote proxies on behalf of Clients. Additionally, we do not provide advice to Clients on how the Client should vote.
- B** Clients will receive proxies and other solicitations directly from their custodian or transfer agent. If any proxy materials are received on behalf of a Client, they will be sent directly to the Client or a designated representative of the Client, who is responsible to vote the proxy.

#### **Item 18 – Financial Information**

- A** We require investment advisory fees to be paid in advance. We also generally require at least a portion of any fixed-fee project to be paid in advance. However, under no circumstances will we require or solicit prepayment of more than \$1,200 in fees, six months or more in advance from any Client.
- B** We do have discretionary authority over the funds or securities of certain Clients. However we have no financial commitments that would impair our ability to meet contractual and fiduciary commitments to Clients.
- C** Neither VergePointe, nor any of the principals of the firm, have been the subject of a bankruptcy petition at any time in the past.



CRAIG J. OLSON, CPA, CFP<sup>®</sup>, CM&AA<sup>®</sup>

VERGEPOINTE WEALTH MANAGEMENT, LLC

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October 17, 2019

This Brochure Supplement provides information about Craig J. Olson that supplements the VergePointe Wealth Management, LLC Firm Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. Please contact us at (503) 684-0100 or [mattv@vergepointe.com](mailto:mattv@vergepointe.com) if you did not receive copy of VergePointe Wealth Management, LLC's Form ADV Part 2A or if you have any questions about the contents of this Brochure Supplement.

Additional information about Craig J. Olson is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable CRD number for Mr. Olson is 4086835.

**CRAIG J. OLSON, CPA, CFP<sup>®</sup>, CM&AA<sup>®</sup>**  
Year of Birth: 1958

## **Item 2 – Educational Background and Business Experience**

### **EDUCATION**

Bachelor of Science in Accounting, California State University-East Bay, 1981

### **BUSINESS BACKGROUND**

Craig Olson has many years' experience in Merger/Acquisition Planning, Recapitalizations and Investment Management and Advisory Services. His core focuses are within the Merger and Acquisition Advisory and Wealth Management divisions of the firm.

Mr. Olson formally acted as CFO and served as a member of the Board of Directors of Crimson Trace Corporation. He formerly served on the Board of Advisors to Benchmade Knife Company. He is also currently involved as a strategic consultant to many owners and executive teams, and serves on the Investment Committee for the firm.

Mr. Olson has written financial articles for national and local publications, was featured on the cover of a national magazine, and has been a frequent lecturer on financial and investment planning to national audiences. In addition, he is a contributing author to "Tips from the Top - Targeted Advice from America's Top Money Minds", "Age Without Rage", and "The Secrets of Positioning Your Business to Sell".

Mr. Olson has taken active roles in civic and professional organizations, including the Association for Corporate Growth, Executive Officers Club, Estate Planning Council, Rotary Club and served as the past president of the Palo Alto Lions Club.

9/2009 to Present	Investment Advisor Representative VergePointe Wealth Management, LLC (Lake Oswego, OR)
5/2003 to 11/2009	Registered Representative KMS Financial Services, Inc. (Seattle, WA)
9/1989 to Present	Partner VergePointe, LLP (and predecessors) (Lake Oswego, OR)
2/2002 to 5/2003	Investment Advisor Representative Allmerica Investment Management Co., Inc. (Lake Oswego, OR)
12/1999 to 5/2003	Registered Representative Allmerica Investments (Lake Oswego, OR)

**Industry Examinations and Professional Designations:**

Mr. Olson has previously taken and passed the following industry examinations: Series 7, 66, 79. Mr. Olson has also obtained the following designations: Certified Public Accountant (CPA), Certified Financial Planner™ (CFP®) and a Certified Merger and Acquisition Advisor (CM&AA®). The minimum qualifications required for these designations are provided below to assist you in understanding the value of the designations.

**Certified Public Accountant (CPA):** CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (at least a baccalaureate degree and a concentration in accounting), minimum experience levels (Oregon requires at least two years of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. To maintain a CPA license, Oregon requires the completion of 80 hours of continuing professional education (CPE) over a two-year period. Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous *Code of Professional Conduct* which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain Client consent if a conflict exists), maintain Client confidentiality, disclose to the Client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's *Code of Professional Conduct* within their state accountancy laws or have created their own.

**Certified Financial Planner™, CFP®** and federally registered CFP (with a flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (CFP Board).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with Clients.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined are necessary for the competent and professional delivery of financial planning services, and attain a bachelor's degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and Client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;

- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by the CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their Clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to the CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

**Certified Merger and Acquisitions Advisor (CM&AA®):** CM&AA®’s become certified through the Alliance of Merger and Acquisitions Advisors (AM&AA) after attending a five (5) day seminar and passing a rigorous written exam. CM&AA certification benefits the holder by:

- Providing the essential foundation for maintaining the highest professional standards
- Attesting to the holder’s mastery of the body of knowledge and commitment to staying abreast of new developments in the field.
- Recognizing an individual’s professional achievement and competence
- Serving as a tool to attract and better serve clients
- Providing identification with other professionals in the M&A field.
- Stimulating career advancement-builds on your existing skills

Candidates are eligible for certification if they:

- Have achieved an advanced academic degree such as MBA, J.D. or Ph.D; or
- are a registered representative and have passed the Series 79 Exam

Alternatively, for those who have obtained a college degree from an accredited institute of higher education, candidates will also qualify if they have attained an advanced business credential with any of the following professional credentials: CPA, CBI, CFP, CBA, CVA, ASA, CMC, or CMA. Other professional credentials may also qualify.

An active AM&AA membership in good standing is required to earn and hold CM&AA® certification and to participate in the mandatory continuing professional education (CPE) and development activities needed to maintain the certification.

Within the first three years of earning the initial CM&AA® certification and then each three-year period thereafter, the CM&AA® holder must:

1. Attend at least one (1) AM&AA annual conference within each three-year certification period.
2. Earn at least 12 additional credits each year by participating in approved activities
3. Pay an annual CM&AA<sup>®</sup> continuation fee

### Item 3 – Disciplinary Information

Craig J. Olson has not been subject to any legal or disciplinary proceedings which would be considered material (or otherwise) to a Client’s evaluation of him or any of the services VergePointe Wealth Management provides.

### Item 4 – Other Business Activities

As noted in Item 2 above, Mr. Olson formally acted as CFO and served as a member of the Board of Directors of Crimson Trace Corporation. He also acts as a strategic consultant to many business owners and executive teams and has taken active roles in numerous civic and professional organizations. The time devoted by Mr. Olson to these activities does not interfere with Mr. Olson’s responsibilities at VergePointe Wealth Management. Further, his participation in these civic and professional organizations activities presents no conflicts of interest with Clients of VergePointe Wealth Management.

As disclosed in VergePointe Wealth Management’s Form ADV Part 2A, the principals of VergePointe Wealth Management, including Mr. Olson, are also owners of and principals in the following “Affiliated Entities”: VergePointe, LLP, a Certified Public Accounting and consulting firm; VergePointe Transactions, LLC, a business advisory firm; VergePointe Mortgage, LLC, a licensed mortgage broker; and VergePointe Capital, LLC, an entity which acts as a general partner of several private limited partnerships and/or limited liability companies which are exempt from registration (collectively, the “Affiliated Funds”). Additional information regarding the investment objectives, underlying investments, investment time-horizons, costs, fees, tax implications, and the risks associated with participation in our Affiliated Funds is included in each Affiliated Fund’s private offering memorandum, limited partnership agreement, subscription agreement, organizational documents and/or other important documents.

Prior to making any investment in any such of our Affiliated Funds, we disclose that doing business with any of our Affiliated Entities, including via investment in any of our Affiliated Funds, carries with it a substantial conflicts of interest and that Clients should carefully review, along with their independent legal and tax counsel, all relevant documents and disclosures in order to obtain a comprehensive understanding of the terms and conditions applicable to such investment(s). **These investments are not offered through VergePointe Wealth Management, LLC and VergePointe Wealth Management, LLC does not manage or vouch for any of the Affiliated Funds.**

Mr. Olson is also licensed as an independent insurance representative. In this capacity, Mr. Olson may recommend the purchase and sale of certain insurance products to Clients. As a fiduciary, Mr. Olson must act primarily for the benefit of VergePointe Wealth Management Clients. He will only transact insurance related business with Clients when the products are fully disclosed, suitable, and appropriate to fit their needs.

### **Item 5 – Additional Compensation**

Accounting, business advisory, mortgage brokerage, and private equity related business may be transacted with Clients of VergePointe Wealth Management. As such, principals of VergePointe Wealth Management, including Mr. Olson, may receive compensation for recommending and/or providing those services or placements.

Clients are advised that the fees paid to VergePointe Wealth Management for investment advisory, financial planning or consulting services are separate and distinct from any fees and compensation earned, whether directly or indirectly, by any of our firm personnel in connection with the sale of interests in any Affiliated Fund, or for accounting, business advisory, or mortgage brokerage services. Clients are informed that they are under no obligation to use any Affiliated Entity or individual associated with VergePointe Wealth Management for these types of services. Clients may use another firm or agent they choose.

Mr. Olson may also receive commissions or another form of compensation in connection with sales of insurance products to Clients. Clients are advised that the commissions earned by Mr. Olson for selling insurance products are separate and distinct from the fees paid to VergePointe Wealth Management for investment advisory services.

The receipt of additional fees by an Affiliated Entity or individuals associated with VergePointe Wealth Management presents a conflict of interest. As a fiduciary, Mr. Olson must act primarily for the benefit of investment advisory Clients. As such, he will only transact Affiliated Firm business with Clients when there is a full disclosure of the conflict of interest and a separate, Client reviewed and approved, set of documents outlining suitability and Client accreditation (as applicable). Further, all fees paid to an Affiliated Entity must be disclosed to the Client.

### **Item 6 – Supervision**

Craig J. Olson is responsible for supervising the services and advice provided to certain clients of VergePointe Wealth Management. He prepares investment policies, forms and procedures for those clients to whom he is the primary advisor representative and firm contact. Matthew Vance, Chief Compliance Officer, is involved in supervising the activities of Mr. Olson.

MATTHEW D. VANCE, CPA, CFP<sup>®</sup>, CM&AA<sup>®</sup>

VERGEPOINTE WEALTH MANAGEMENT, LLC

5285 Meadows Road, Suite 161  
Lake Oswego, Oregon 97035

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October 17, 2019

This Brochure Supplement provides information about Matthew D. Vance that supplements the VergePointe Wealth Management, LLC Firm Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. Please contact us at (503) 684-0100 or [mattv@vergepointe.com](mailto:mattv@vergepointe.com) if you did not receive copy of VergePointe Wealth Management, LLC's Form ADV Part 2A or if you have any questions about the contents of this Brochure Supplement.

Additional information about Matthew D. Vance is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable CRD number for Mr. Vance is 5040101.

**MATTHEW D. (“MATT”) VANCE, CPA, CFP®, CM&AA®**  
Year of Birth: 1977

## **Item 2 – Educational Background and Business Experience**

### **EDUCATION**

Bachelor’s Degree, Accounting (B.S.) with Honors, Linfield College, McMinnville, OR (1999)

### **BUSINESS BACKGROUND**

Matt Vance specializes in working with closely-held business owners and investors. He has many years’ experience in merger and acquisition consulting and investment management. In addition, he has worked with many businesses and business owners on growth plans, strategic acquisitions and planned exit strategies. He has equity ownership in several closely-held businesses and is active in helping direct and manage the growth of those businesses. He has extensive experience with valued added manufacturing businesses, technology and consumer product companies.

Currently, Mr. Vance is on the board of directors of Allstar Magnetics, LLC, Herbers Autobody (Edmonton, Canada), and ESAM, Inc. He is also Chairman of the Board of William Henry, LLC and a member of the Board of Trustees for Linfield College.

He was formerly: on the Providence Medical Systems of Oregon Planned Giving Advisory Board; the Vice-chair of the Business Advisory Council at Linfield College; an advisor to the Board of Directors of Snapware Corporation; and the Vice-Chair of the Executive Board of the North Pacific Conference of the Covenant Church.

Mr. Vance is both a Certified Public Accountant (CPA) as well as a Certified Financial Planner™ (CFP®). In addition he has received the Certified Merger and Acquisition Advisor (CM&AA®) designation.

9/2009 to Present      Investment Advisor Representative, Chief Compliance Officer  
VergePointe Wealth Management, LLC (Lake Oswego, OR)

10/2005 to 11/2009    Investment Advisor Representative  
KMS Financial Service, Inc. (Seattle, WA)

9/1999 to Present      Partner  
VergePointe, LLP (or predecessors) (Lake Oswego, OR)

### **Industry Examinations and Professional Designations:**

Matt Vance has previously taken and passed the following industry examinations: Series 65. Mr. Vance has also obtained the following designations: Certified Public Accountant (CPA), Certified Financial Planner (CFP®) and (CM&AA®). The minimum qualifications required for these designations are provided below to assist you in understanding the value of the designations.

**Certified Public Accountant (CPA):** CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing



requirements for licensure as a CPA generally include minimum college education (at least a baccalaureate degree and a concentration in accounting), minimum experience levels (Oregon requires at least two years of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. To maintain a CPA license, Oregon requires the completion of 80 hours of continuing professional education (CPE) over a two-year period. Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous *Code of Professional Conduct* which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain Client consent if a conflict exists), maintain Client confidentiality, disclose to the Client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's *Code of Professional Conduct* within their state accountancy laws or have created their own.

**Certified Financial Planner™, CFP®** and federally registered CFP (with a flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (CFP Board).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with Clients.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined are necessary for the competent and professional delivery of financial planning services, and attain a bachelor's degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and Client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by the CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their Clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to the CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

**Certified Merger and Acquisitions Advisor (CM&AA®):** CM&AA®’s become certified through the Alliance of Merger and Acquisitions Advisors (AM&AA) after attending a five (5) day seminar and passing a rigorous written exam. CM&AA certification benefits the holder by:

- Providing the essential foundation for maintaining the highest professional standards
- Attesting to the holder’s mastery of the body of knowledge and commitment to staying abreast of new developments in the field.
- Recognizing an individual’s professional achievement and competence
- Serving as a tool to attract and better serve clients
- Providing identification with other professionals in the M&A field.
- Stimulating career advancement-builds on your existing skills

Candidates are eligible for certification if they:

- Have achieved an advanced academic degree such as MBA, J.D. or Ph.D; or
- are a registered representative and have passed the Series 79 Exam

Alternatively, for those who have obtained a college degree from an accredited institute of higher education, candidates will also qualify if they have attained an advanced business credential with any of the following professional credentials: CPA, CBI, CFP, CBA, CVA, ASA, CMC, or CMA. Other professional credentials may also qualify.

An active AM&AA membership in good standing is required to earn and hold CM&AA® certification and to participate in the mandatory continuing professional education (CPE) and development activities needed to maintain the certification.

Within the first three years of earning the initial CM&AA® certification and then each three-year period thereafter, the CM&AA® holder must:

1. Attend at least one (1) AM&AA annual conference within each three-year certification period.
2. Earn at least 12 additional credits each year by participating in approved activities
3. Pay an annual CM&AA® continuation fee

### Item 3 – Disciplinary Information

Matt Vance has never been subject to any legal or disciplinary proceedings which would be considered material (or otherwise) to a Client’s evaluation of his or any of the services VergePointe Wealth Management, LLC provides.

### Item 4 – Other Business Activities

As noted in Item 2 above, Mr. Vance currently serves on the board of directors of Allstar Magnetics, LLC, Herbers Autobody (Edmonton, Canada), and ESAM, Inc. He is also Chairman on the Board of William Henry, LLC and a member of the Board of Trustees for Linfield College.

He was formerly: on the Providence Medical Systems of Oregon Planned Giving Advisory Board; the Vice-chair of the Business Advisory Council at Linfield College; an advisor to the Board of Directors of Snapware Corporation; and the Vice-Chair of the Executive Board of the North Pacific Conference of the Covenant Church.

The time devoted by Mr. Vance to these activities does not interfere with Mr. Vance’s responsibilities at VergePointe Wealth Management. Further, his participation in these civic and professional organization activities presents no conflicts of interest with Clients of VergePointe Wealth Management.

As disclosed in VergePointe Wealth Management’s Form ADV Part 2A, the principals of VergePointe Wealth Management, including Mr. Vance, are also owners of and principals in the following “Affiliated Entities”: VergePointe, LLP, a Certified Public Accounting and consulting firm; VergePointe Transactions, LLC, a business advisory firm; VergePointe Mortgage, LLC, a licensed mortgage broker; and VergePointe Capital, LLC, an entity which acts as a general partner of several private limited partnerships and/or limited liability companies which are exempt from registration (collectively, the “Affiliated Funds”). Additional information regarding the investment objective, underlying investments, investment time-horizon, costs, fees, tax implications, and the risks associated with participation in our Affiliated Funds is included in each Affiliated Fund’s private offering memorandum, limited partnership agreement, subscription agreement, organizational documents and/or other important documents.

Prior to making any investment in any such of our Affiliated Funds, we disclose that doing business with any of our Affiliated Entities, including via investment in any of our Affiliated Funds, carries with it a substantial conflicts of interest and that Clients should carefully review, along with their independent legal and tax counsel, all relevant documents and disclosures in order to obtain a comprehensive understanding of the terms and conditions applicable to such investment(s). **These investments are not offered through VergePointe Wealth Management, LLC and VergePointe Wealth Management, LLC does not manage or vouch for any of the Affiliated Funds.**

### Item 5 – Additional Compensation

Accounting, business advisory, mortgage brokerage, and private equity related business may be transacted with Clients of VergePointe Wealth Management. As such, principals of VergePointe Wealth Management, including Mr. Vance, may receive compensation for recommending and/or providing those services or placements.

Clients are advised that the fees paid to VergePointe Wealth Management for investment advisory, financial planning or consulting services are separate and distinct from any fees and compensation earned, whether directly or indirectly, by any of our firm personnel in connection with the sale of interests in any Affiliated Fund, or for accounting, business advisory, or mortgage brokerage services. Clients are informed that they are under no obligation to use any Affiliated Entity or individual associated with VergePointe Wealth Management for these types of services. Clients may use another firm or agent they choose.

The receipt of additional fees by an Affiliated Entity or individuals associated with VergePointe Wealth Management presents a conflict of interest. As a fiduciary, Mr. Vance must act primarily for the benefit of investment advisory Clients. As such, he will only transact Affiliated Firm business with Clients when there is a full disclosure of the conflict of interest and a separate, Client reviewed and approved, set of documents outlining suitability and Client accreditation (as applicable). Further, all fees paid to an Affiliated Entity must be disclosed to the Client.

#### **Item 6 – Supervision**

Matt Vance is responsible for supervising the services and advice provided to certain clients of VergePointe Wealth Management. He prepares investment policies, forms and procedures for those clients to whom he is the primary advisor representative and firm contact. Mr. Vance also serves as Chief Compliance Officer for the firm.

SCOTT J. ROBERTS, CPA

VERGEPOINTE WEALTH MANAGEMENT, LLC

5285 Meadows Road, Suite 161  
Lake Oswego, Oregon 97035

(503) 684-0100

[www.vergepointe.com](http://www.vergepointe.com)

October 17, 2019

This Brochure Supplement provides information about Scott J. Roberts that supplements the VergePointe Wealth Management, LLC Firm Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. Please contact us at (503) 684-0100 or [mattv@vergepointe.com](mailto:mattv@vergepointe.com) if you did not receive copy of VergePointe Wealth Management, LLC's Form ADV Part 2A or if you have any questions about the contents of this Brochure Supplement.

Additional information about Scott J. Roberts is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable CRD number for Mr. Roberts is 4506090.

**SCOTT J. ROBERTS, CPA**

Year of Birth: 1971

**Item 2 – Educational Background and Business Experience**

**EDUCATION**

Bachelor of Science, Accounting, Central Washington University, Ellensburg, WA (1993)

**BUSINESS BACKGROUND**

Scott Roberts has many years' of merger and acquisition advisory and investment management experience. He has been actively involved in management buyouts, recapitalizations, strategic consolidations as well as working with entrepreneurs with their investment management needs.

Mr. Roberts' passion for business has exposed him to many opportunities and experiences. He is an equity holder in several business ventures and he is currently on the Board of Directors of Allstar Magnetics, LLC, Herbers Autobody (Edmonton, Canada), ESAM, Inc., Bay Computer Associates, Inc., William Henry, LLC, and Tanner Goods, LLC. He was formerly on the Board of Directors of Crimson Trace Corporation, and was formerly a board observer for Snapware Corporation.

Scott Roberts was raised in Eastern Washington and received his B.S. in Accounting from Central Washington University. He has also obtained his CPA designation.

Mr. Roberts has used his leadership skills to benefit civic organizations. He currently is an advisor to the Board of Directors of The Final Word, a regional Christian radio program and on the Board of Directors of Joy Of It, Inc., an Oregon based nonprofit.

9/2009 to Present	Investment Advisor Representative, VergePointe Wealth Management, LLC (Lake Oswego, OR)
5/2003 to 11/2009	Registered Representative, KMS Financial Services, Inc. (Seattle, WA)
11/1995 to Present	Partner, VergePointe, LLP (or predecessors) (Lake Oswego, OR)
10/2002 to 5/2003	Investment Advisor Representative, Allmerica Investment Management Company, Inc. (Worcester, MA)
2/2001 to 5/2003	Registered Representative, Allmerica Investments (Portland, OR)

**Industry Examinations and Professional Designations:**

Scott Roberts has previously taken and passed the following industry examinations: Series 7 and 66. Mr. Roberts has also obtained the following designation: Certified Public Accountant (CPA). The minimum qualifications required for this designation is provided below to assist you in understanding the value of the designation.

**Certified Public Accountant (CPA):** CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (at least a baccalaureate degree and a concentration in accounting), minimum experience levels (Oregon requires at least two years of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. To maintain a CPA license, Oregon requires the completion of 80 hours of continuing professional education (CPE) over a two-year period. Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous *Code of Professional Conduct* which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain Client consent if a conflict exists), maintain Client confidentiality, disclose to the Client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's *Code of Professional Conduct* within their state accountancy laws or have created their own.

### **Item 3 – Disciplinary Information**

Investment Advisor Representatives are required to report certain legal or disciplinary events that would be considered material to a client's evaluation of the Representative or the Firm. Scott J. Roberts has no information which is required to be reported.

### **Item 4 – Other Business Activities**

As noted in Item 2 above, Mr. Roberts currently serves on the Board of Directors of Allstar Magnetics, LLC, Herbers Autobody (Edmonton, Canada), ESAM, Inc., Bay Computer Associates, Inc., William Henry, LLC, and Tanner Goods, LLC. He formerly served on the Board of Directors of Crimson Trace Corporation, and was formerly a board observer for Snapware Corporation.

The time devoted by Mr. Roberts to these activities does not interfere with Mr. Roberts's responsibilities at VergePointe Wealth Management. Further, his participation in these civic and professional organization activities presents no conflicts of interest with Clients of VergePointe Wealth Management.

As disclosed in VergePointe Wealth Management's Form ADV Part 2A, the principals of VergePointe Wealth Management, including Mr. Roberts, are also owners of and principals in the following "Affiliated Entities": VergePointe, LLP, a Certified Public Accounting and consulting firm; VergePointe Transactions, LLC, a business advisory firm; VergePointe Mortgage, LLC, a licensed mortgage broker; and VergePointe Capital, LLC, an entity which acts as a general partner of several private limited partnerships and/or limited liability companies which are exempt from registration (collectively, the "Affiliated Funds"). Additional information regarding the investment objective, underlying investments, investment time-horizon, costs, fees, tax implications, and the risks associated with participation in our Affiliated Funds is included in each Affiliated Fund's private offering memorandum, limited partnership agreement, subscription agreement, organizational documents and/or other important documents.

Prior to making any investment in any such of our Affiliated Funds, we disclose that doing business with any of our Affiliated Entities, including via investment in any of our Affiliated Funds, carries with it a substantial conflicts of interest and that Clients should carefully review, along with their independent legal and tax counsel, all relevant documents and disclosures in order to obtain a comprehensive understanding of the terms and conditions applicable to such investment(s). **These investments are not offered through VergePointe Wealth Management, LLC and VergePointe Wealth Management, LLC does not manage or vouch for any of the Affiliated Funds.**

#### **Item 5 – Additional Compensation**

Accounting, business advisory, mortgage brokerage, and private equity related business may be transacted with Clients of VergePointe Wealth Management. As such, principals of VergePointe Wealth Management, including Mr. Roberts, may receive compensation for recommending and/or providing those services or placements.

Clients are advised that the fees paid to VergePointe Wealth Management for investment advisory, financial planning or consulting services are separate and distinct from any fees and compensation earned, whether directly or indirectly, by any of our firm personnel in connection with the sale of interests in any Affiliated Fund, or for accounting, business advisory, or mortgage brokerage services. Clients are informed that they are under no obligation to use any Affiliated Entity or individual associated with VergePointe Wealth Management for these types of services. Clients may use another firm or agent they choose.

The receipt of additional fees by an Affiliated Entity or individuals associated with VergePointe Wealth Management presents a conflict of interest. As a fiduciary, Mr. Roberts must act primarily for the benefit of investment advisory Clients. As such, he will only transact Affiliated Firm business with Clients when there is a full disclosure of the conflict of interest and a separate, Client reviewed and approved, set of documents outlining suitability and Client accreditation (as applicable). Further, all fees paid to an Affiliated Entity must be disclosed to the Client.

#### **Item 6 – Supervision**

Scott Roberts is responsible for supervising the services and advice provided to certain clients of VergePointe Wealth Management. He prepares investment policies, forms and procedures for those clients to whom he is the primary advisor representative and firm contact. Matthew Vance, Chief Compliance Officer, is involved in supervising the activities of Mr. Roberts.



SCOTT A. THEODORSON, CFP®

VERGEPOINTE WEALTH MANAGEMENT, LLC

5285 Meadows Road, Suite 161  
Lake Oswego, Oregon 97035

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[www.vergepointe.com](http://www.vergepointe.com)

October 17, 2019

This Brochure Supplement provides information about Scott A. Theodorson that supplements the VergePointe Wealth Management, LLC Firm Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. Please contact us at (503) 684-0100 or [mattv@vergepointe.com](mailto:mattv@vergepointe.com) if you did not receive copy of VergePointe Wealth Management, LLC's Form ADV Part 2A or if you have any questions about the contents of this Brochure Supplement.

Additional information about Scott A. Theodorson is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable CRD number for Mr. Theodorson is 2165033.

**SCOTT A. THEODORSON, CFP®**

Year of Birth: 1960

**Item 2 – Educational Background and Business Experience**

**EDUCATION**

University of Oregon, Bachelor of Science - 1982

**BUSINESS BACKGROUND**

4/2019 to Present	Wealth Management Assistant, VergePointe Wealth Management, LLC (Lake Oswego, OR)
9/2005 to 3/2019	Registered Representative, Ameriprise Financial Services, Inc. (Vancouver, WA)
7/1991 to 7/2006	Registered Representative, IDS Life Insurance Company (Seattle, WA)
7/1991 to 9/2005	Registered Representative, American Express Financial Advisors Inc. (Seattle, WA)
2/1988 to 5/1991	Branch Sales Manager, Household Finance Corporation (Bellingham, WA)

**Industry Examinations and Professional Designations:**

Scott A. Theodorson has previously taken and passed the following industry examinations: Series 7, Series 63, and the Securities Industry Essentials (SIE). Mr. Theodorson has also obtained the designation Certified Financial Planner™ (CFP®).

**Certified Financial Planner™, CFP®** and federally registered CFP (with a flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (CFP Board).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with Clients.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined are necessary for the competent and professional delivery of financial planning services, and attain a bachelor’s degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;

- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and Client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by the CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their Clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to the CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

### **Item 3 – Disciplinary Information**

Scott A. Theodorson has never been subject to any legal or disciplinary proceedings which would be considered material (or otherwise) to a Client’s evaluation of him or any of the services VergePointe Wealth Management, LLC provides.

### **Item 4 – Other Business Activities**

Mr. Theodorson is not involved in any investment related business activity or occupation other than through VergePointe Wealth Management, LLC.

### **Item 5 – Additional Compensation**

Scott A. Theodorson does not receive additional compensation or economic benefit from any third parties for providing advisory services to Clients of VergePointe Wealth Management.

### **Item 6 – Supervision**

Scott A. Theodorson is responsible for supervising the services and advice provided to certain clients of VergePointe Wealth Management. He prepares investment policies, forms and procedures for those clients to whom he is the primary advisor representative and firm contact. Matthew Vance, Chief Compliance Officer, is involved in supervising the activities of Mr. Theodorson.